

CENTURYTEL INC
Form 4/A
February 08, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASLOWSKI MICHAEL E

(Last) (First) (Middle)

100 CENTURYTEL DRIVE

(Street)

MONROE, LA 71203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENTURYTEL INC [CTL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2004

4. If Amendment, Date Original Filed(Month/Day/Year)
02/26/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP & Chief Info. Off.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/25/2004		A		12,000 A \$ 0	19,342.68	D
Common Stock	02/25/2004		M		121 (1) A \$ 0	19,463.68	D
Common Stock						914.34	I By 401(k) (2)
Common Stock						509.61	I By ESOP (3)
Common Stock						280	I By Spouse as Custodian

Common Stock	354.73	I	for Child By Stock Bonus Plan (4)
-----------------	--------	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 45.54					03/24/2000	03/24/2009	Common Stock
Employee Stock Option (right to buy)	\$ 34.63					02/21/2001 ⁽¹⁰⁾	02/21/2010	Common Stock
Employee Stock Option (right to buy)	\$ 28.03					05/21/2002 ⁽¹¹⁾	05/21/2011	Common Stock
Employee Stock Option (right to buy)	\$ 32.99					02/25/2003 ⁽¹²⁾	02/25/2012	Common Stock
Employee Stock Option (right to buy)	\$ 27.48					02/24/2004 ⁽¹³⁾	02/24/2013	Common Stock
Phantom Stock Units	\$ 0 ⁽⁷⁾					⁽¹⁴⁾	⁽¹⁴⁾	Common Stock
Employee Stock Option (right to buy)	\$ 28.34	02/25/2004		A	40,500	02/25/2004 ⁽⁵⁾	02/25/2014 ⁽⁶⁾	Common Stock
Performance Shares.98	<u>(7)</u>	02/25/2004		M	314	⁽⁸⁾	⁽⁹⁾	Common Stock

